

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

LEHMAN BROTHERS HOLDINGS INC., *et al.*,

Debtors.

LEHMAN BROTHERS HOLDINGS INC. and
OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF LEHMAN BROTHERS
HOLDINGS INC., *et al.*,

Plaintiff and
Plaintiff Intervenor,

-against-

JPMORGAN CHASE BANK, N.A.,

Defendant.

)
) Chapter 11
) Case No. 08-13555 (JMP)

)
) Adversary Proceeding
) No. 10-03266 (JMP)

DECLARATION OF AMY R. WOLF IN SUPPORT OF
DEFENDANT'S MOTION TO DISMISS

STATE OF NEW YORK)
 ss.:
COUNTY OF NEW YORK)

Amy R. Wolf, an attorney duly admitted to practice in the State of New York, af-
firms under penalty of perjury as follows:

1. I am of counsel at the law firm of Wachtell, Lipton, Rosen & Katz,
counsel for JPMorgan Chase Bank, N.A. ("JPMorgan"), the defendant named in the Complaint.

2. Annexed hereto as Exhibit 1 is a copy of the Clearance Agreement, dated June 15, 2000, between Lehman Brothers Inc. (“LBI”) and The Chase Manhattan Bank, as predecessor-in-interest to JPMorgan.

3. Annexed hereto as Exhibit 2 is a copy of the Amendment to Clearance Agreement, dated May 2008, among LBI, Lehman Commercial Paper Inc. (“LCPI”), and JPMorgan.

4. Annexed hereto as Exhibit 3 is a copy of the Amendment to Clearance Agreement, dated August 26, 2008, among LBI, LCPI, Lehman Brothers Holdings Inc. (“LBHI”), Lehman Brothers International (Europe) (“LBIE”), Lehman Brothers OTC Derivatives Inc. (“LOTIC”), Lehman Brothers Japan Inc. (“LBJ”), and JPMorgan.

5. Annexed hereto as Exhibit 4 is a copy of the Guaranty, dated August 26, 2008, made by LBHI in favor of JPMorgan.

6. Annexed hereto as Exhibit 5 is a copy of the Security Agreement, dated August 26, 2008, made by LBHI in favor of JPMorgan.

7. Annexed hereto as Exhibit 6 is a copy of the Amendment to Clearance Agreement, dated September 9, 2008, among LBI, LCPI, LBHI, LBIE, LOTIC, LBJ, and JPMorgan.

8. Annexed hereto as Exhibit 7 is a copy of the Guaranty, dated September 9, 2008, made by LBHI in favor of JPMorgan.

9. Annexed hereto as Exhibit 8 is a copy of the Security Agreement, dated September 9, 2008, made by LBHI in favor of JPMorgan.

10. Annexed hereto as Exhibit 9 is a copy of the Account Control Agreement, dated September 9, 2008, among LBHI, JPMorgan, JP Morgan Liquid Assets Money Market

Fund-Capital Shares, JP Morgan Tax Free Money Market Fund-Institutional Shares, and JP Morgan Municipal Money Market Fund-Institutional Shares.

11. Annexed hereto as Exhibit 10 is a copy of the Task Force on Tri-Party Repo Infrastructure, Report of Payments Risk Committee (May 17, 2010).


12. Annexed hereto as Exhibit 11 is a copy of the Motion of Lehman Brothers Holdings Inc. for Order, Pursuant to Section 105 of the Bankruptcy Code, Confirming Status of Clearing Advances, D.I. 29 (Bankr. S.D.N.Y. Sept. 16, 2008) (the "Comfort Order Motion").

13. Annexed hereto as Exhibit 12 is a copy of the transcript of the hearing on the Comfort Order Motion.

14. Annexed hereto as Exhibit 13 is a copy of the Order Pursuant to Section 105 of the Bankruptcy Code Confirming Status of Clearing Advances, D.I. 47 (Bankr. S.D.N.Y. Sept. 16, 2008).

15. Annexed hereto as Exhibit 14 is a copy of JPMorgan's proofs of claim, as amended April 1, 2010.

16. Annexed hereto as Exhibit 15 is a copy of the Collateral Disposition Agreement, dated March 16, 2010, among LBHI, JPMorgan *et al.*, with Annex A and Annex B thereto omitted.


Amy R. Wolf

Dated: New York, New York
August 25, 2010